



The Statutes of CENELEC

Approved by the Extraordinary General Assembly of 24 June 2021

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The Statutes of CENELEC

Chapter I – Legal status and denomination, registered office, term, aims, activities and structure of the Association

Article 1 – Legal status and denomination

An international non-profit Association with enterprise number 0412.958.890 has been formed, governed by the coordinated laws on non-profit associations, international non-profit associations and foundations, under the name of “Comité Européen de Normalisation Electrotechnique”, in German “Europäisches Komitee für elektrotechnische Normung, in English “European Committee for Electrotechnical Standardization, abbreviated to “CENELEC”.

All the decisions taken by the de facto Association CENELEC, created in Brussels on the 13th of December 1972, which the present Association substituted and of which it took over the assets and the liabilities, remain valid for the National Electrotechnical Committees and the national organizations entrusted with electrotechnical standardization work, who were Members of that de facto Association and are signatories of the Memorandum and Articles of Association of the CENELEC, Association Internationale, unless cancelled under the provisions of the present Statutes or by subsequent decisions of the competent bodies of the CENELEC, Association Internationale.

Article 2 – Registered office

The registered office of the Association is located in 1040 Brussels, Rue de la Science 23. It may be moved to any other address in the region of Brussels-Capital by a simple majority decision of the Administrative Board.

Article 3 – Term

The Association is formed for an unlimited term.

Article 4 – Aims

This Provision refers to Internal Regulations Part 1B, clause 1

4.1 The aims of the Association relate to the scientific, technical and economic fields in the harmonization of international and European Standards working with IEC whenever possible, or developing European Standards when needed as:

- a European Standardization Organization (ESO), within the framework of European Union Regulation on Standardization, providing a platform for cooperation and consensus building in electrotechnical standardization amongst industry, researchers, public authorities, and economic, social and societal interest groups;
- a regional standardization organization, member-led and not-for-profit, independent in its decision-making of any individual stakeholder (public or private), and market driven, and a standardization organization that applies the WTO principles for standards development.

4.2 The Association aims to facilitate the exchange of goods and services for the benefit of society and support the realisation of the European Single Market and the removal of technical barriers to trade by developing electrotechnical standards for products, production processes, services or methods.

Article 5 – Activities

This Provision refers to Internal Regulations Part 1B, clause 1

The Association fulfils its aims through the following activities in particular:

- a) developing voluntary European (electrotechnical) standards and other deliverables and taking action for their implementation and promotion;
- b) taking actions to support the development and adoption of international standards by working closely with the International Electrotechnical Commission (IEC) in order to promote European participation and to pursue the goal of 'one standard, one test, accepted everywhere';
- c) harmonizing national standards by supporting the adoption of European and international standards and the withdrawal of conflicting standards;
- d) cooperating with the two other European Standardization Organizations CEN and ETSI;
- e) operating a European market-driven standardization system that is open, transparent, consensus-based through the participation of a wide range of stakeholders, including groups, bodies and international organizations interested in European standardization, European industrial associations, European Union institutions and the European Free Trade Association (EFTA), in compliance with the WTO principles and Code of Good Practice for the Preparation, Adoption and Application of Standards (Annex 3 of the WTO Agreement on Technical Barriers to Trade).

The Association may, in addition, carry out activities that contribute, directly or indirectly, to the pursuit of its non-profit aims. The revenue of the Association is entirely allocated to the achievement of its non-profit aims.

Article 6 – Structure

This Provision refers to Internal Regulations Part 1B, clause 2

The Association is composed of:

6.1 The Members;

6.2 The Corporate Governing Bodies able to determine and implement the aims of the Association, i.e.:

- the General Assembly;
- the Administrative Board; and
- the Presidential Committee.

6.3 Other Corporate Bodies, i.e.:

- the Director General;
- the Technical Board;
- the Technical Committees; and
- the Board of Appeal, as stipulated in the Internal Regulations.

6.4 The Functions of the Association, i.e.:

- the President;
- the Vice-Presidents; and
- the President-Elect.

6.5 The technical exploitation unit together with CEN, the CEN-CENELEC Management Centre (CCMC).

Chapter II – Members of the Association

Article 7 – Membership

This Provision refers to Internal Regulations Part 1D, clauses 1, 2 & 3

7.1 CENELEC is an Association formed by the natural persons and legal entities having agreed to abide by the present Statutes and the related Internal Regulations, and of which the Members are:

- either the National Electrotechnical Committee having a legal personality;
- or a national organization which has a legal personality and which is entrusted with electrotechnical standardization work;
- or the leader of a National Electrotechnical Committee or of a national organization entrusted with electrotechnical standardization work without a legal personality.

Moreover, the Members shall:

- be fully representative of national interests in fields of activity of the Association as stipulated in Article 5;
- promote the objective of the Association;
- support actively the work of the Association;
- implement in a transparent way, to the maximum extent possible, CENELEC Standards in their national standards.

If a natural person, a member in their personal capacity and in their capacity as leader of a National Electrotechnical Committee entrusted with standardization work, or of a national organization entrusted with electrotechnical standardization work not having a legal personality, ceases by right to be a member of the Association, by virtue of Article 9 of the Statutes, the National Electrotechnical Committee or the national organization entrusted with electrotechnical standardization which they represented will designate their successor, who will be considered by the Association as a full member until the next meeting of the General Assembly, which will decide on their membership in conformity with Article 7 of the present Statutes.

The National Electrotechnical Committees and the national organizations entrusted with electrotechnical standardization work not having a legal personality which are represented within the Association by a leader as a natural person, will take care as far as possible to have the date of a possible replacement of the leader-member coincide with the date of a meeting of the General Assembly.

7.2 The Members shall meet the following criteria:

- a) Being able to adopt at national level all European standards and to withdraw national conflicting standards;
- b) Being a member (full or associate) of IEC;

- c) Adhering to and abiding by the standardization principles of the World Trade Organization;
- d) Being the National Electrotechnical Committee of a European state within the meaning of Article 49 of the Treaty on European Union (EU), with one of the following relations with the European Economic Area Single Market:
 - Blue-type Members: Members of the European Economic Area (EEA);
 - Red-type Members: Members of the European Free Trade Association (EFTA) which are not Blue-type Members, or states that are identified by the EU Institutions as candidate countries for accession to the EU;
 - Yellow-type Members: having an agreement with the EU and demonstrating regulatory convergence or compatibility with the essential regulations that support the Single Market in areas that are relevant to CENELEC activities.

7.3 A candidate National Electrotechnical Committee is admitted as Member if it:

- submits a written application for membership of the Association to the Director General;
- fulfils the criteria described under Article 7.2 of the present Statutes;
- commits itself to abide by the rules of the Association as set out in the present Statutes and Internal Regulations.

When deciding on a request for membership, the General Assembly will not have to justify its decision, which will be without appeal.

The membership of the leader of a National Electrotechnical Committee or of a national organization entrusted with electrotechnical standardization work, which has already been represented within the Association, requires for acceptance a simple majority of votes in favour by the Members attending or validly represented. The required majority will be achieved by counting the votes cast, abstentions not included.

The granting of membership of the Association to a new applicant requires that at least two thirds of the votes cast by the Members present or validly represented, abstentions not included, are in favour.

7.4 There can never be more than one Member per country.

7.5 The admission of the Member becomes effective on the date fixed by the General Assembly.

Article 8 – Obligations of Members

This Provision refers to IR Part 1D scope and, clause 1 and 3 and IR part 1C clause 6

8.1 All Members of the Association shall comply with the present Statutes, the Internal Regulations and with all prescriptions and decisions taken in accordance with the Statutes and Internal Regulations.

8.2 All Members of the Association are bound to participate and exercise their voting rights in the General Assembly. In case of incapacity to exercise their obligations in person, the Members have the possibility to be represented, as stipulated in Internal Regulations.

8.3 All Members are bound to pay the fees set by the General Assembly for each financial year.

Membership fees are based on the calculation methodology, as provided in the Internal Regulations.

8.4 The Members incur no personal obligations towards third parties on the Association's own commitments.

8.5 In addition to Members, Affiliates and other organizations having a cooperation framework or partnership agreement with CENELEC have rights and obligations, which are described in the Internal Regulations.

Article 9 – Loss of membership status

This Provision refers to Internal Regulations Part 1D, clause 4 and annexes 2 and 3

9.1 The status of Member is lost by:

9.1.1 Resignation: Any Member is free to resign from the Association. The resignation must be notified in writing to the registered office of the Association. The resignation communicated by a Member shall be effective, and the Member shall therefore cease to be a Member of the Association, upon expiration of the current year if the resignation is notified during the first half-year, and until expiration of the following year if the resignation is notified during the second half of the year.

9.1.2 Expulsion: The General Assembly can expel a Member from the Association with secret ballot voting with a two-third majority of the Members present or represented, an abstention not being counted as a vote, in case the Member:

- is in serious breach of its membership obligations as demonstrated by the escalation of serious non-conformity as stipulated in the Internal Regulations;
- loses its qualification as a separate legal entity;
- despite a warning from the Administrative Board, and the dispatch of a formal written notice by the Director General, has not paid within the time provided for payment the full amount or the due part of their annual fees decided by the General Assembly;
- does not participate on a recurring basis in General Assemblies either in person, via electronic means or by giving a proxy, which includes not replying to proposals for decisions held by correspondence;
- no longer fulfils the conditions required in order to be a Member as set out in Article 7 of the present Statutes.

In all these cases, the General Assembly decides without possibility for appeal.

The expulsion of the Member becomes effective on the date fixed by the General Assembly.

9.2 The Members having resigned or having been expelled, as well as their entitled beneficiaries or debtors, have no rights to the assets of the Association. They cannot claim any repayment of their membership fees, donations or any other support they have provided to the Association.

9.3 The Association, its representatives and Members will be exempted from any responsibility for the damages, which might result, directly or indirectly, from the expulsion decided in conformity with the present Statutes.

9.4 The status of Affiliates and any organizations having a cooperation framework or partnership agreement with CENELEC is lost by termination by either party of the relevant agreement. However, in case they no longer meet the criteria for their status or commit a serious breach of their obligations, the Administrative Board can terminate the status with immediate effect.

Chapter III – General Assembly

Article 10 – General Assembly: composition and powers

This Provision refers to Internal Regulations Part 1B, clause 3 and annex 5

10.1 The General Assembly is the supreme authority of the Association and is formed by the Members.

The Administrative Board members and the Director General are invited to attend, without vote, all meetings of the General Assembly.

The General Assembly has all the powers necessary to achieve the aims of the Association and to define the Association's main policies and strategies. Its decisions and resolutions taken in accordance with the present Statutes or the Internal Regulations of the Association are binding for all Members.

Each Member has one vote. In case of division of the votes, the President or, in their absence, the Chairperson, shall intervene with a casting vote.

10.2 The General Assembly has the power to:

- approve the annual accounts of the Association;
- approve the annual budget and the annual fees for each type of Member, Affiliates and organizations having a cooperation framework or partnership agreement with CENELEC, after recommendation by the Administrative Board, and in accordance with Article 29 of the present Statutes;
- appoint and dismiss the President, the President-Elect, the Vice-Presidents, the other members of the Administrative Board and the Auditor(s);
- acknowledge the appointment of the Director General by the Administrative Board;
- admit or expel Members in accordance with the present Statutes and Internal Regulations;
- decide on the strategic orientation of the Association's activities, including the vision, mission and goals;
- decide on the organization, powers and the operating and decision-making process of the Administrative Board, the Presidential Committee and the Director General;
- manage the technical standardization work, by delegation to the Technical Board;
- hear the reports received from the Administrative Board and from the Presidential Committee on the implementation of the strategic orientations;

- decide on the existence and the powers of the CEN–CENELEC Management Centre and their position vis-à-vis the other bodies of the Association, without prejudice to Article 25 of the present Statutes;
- review and decide on the repartition of the Members into four groups for the purpose of nomination and election of the President, Vice-Presidents and ordinary Administrative Board members;
- approve any amendment to the Statutes and/or to the Internal Regulations;
- decide to delegate authority, appoint and mandate the Board of Appeal, in accordance with the present Statutes and the Internal Regulations;
- decide on appeals, when competent, in accordance with the Statutes and the Internal Regulations;
- decide on the dissolution of the Association.

Article 11 – General Assembly: meetings

This Provision refers to Internal Regulations Part 1B, clauses 3.1, 3.2 and 3.3

11.1 The ordinary General Assembly will meet once a year, during the first half-year, upon an invitation from the President, at the place, on the date and in the format determined by the latter, in particular, to:

- hear the reports of the Administrative Board and the Presidential Committee on the activities of the Association during the past year;
- review and note the report of the Auditor(s);
- approve the accounts for the past year and the budget for the following year;
- grant discharge to the Administrative Board and the Auditor(s) with regard to their tasks.

11.2 The President may also convene an extraordinary meeting of the General Assembly each time the interests of the Association require it.

The President must convene an extraordinary General Assembly meeting within one month of a request received from at least four Members, with a clear description of the subject to be discussed at the extraordinary General Assembly which they want to see convened.

The notice of the General Assembly meeting is sent to all CENELEC Members by the Director General at least one month before the date of the meeting by post or by electronic means of communication.

The President or the General Assembly itself determines the date, place and format of General Assembly meetings in consultation with the Administrative Board.

11.3 All Members are entitled to be represented and have the obligation to vote at the General Assembly in line with the Statutes and Internal Regulations.

11.4 The Administrative Board may decide that Members may participate remotely in the General Assembly by electronic means of communication made available by the Association.

The Association must conform to all legal requirements to ensure identification and participation of all participants as well as the exercise of all the participants' rights in accordance with the Internal Regulations.

11.5 In between General Assembly meetings, the General Assembly may take decisions by correspondence in line with Article 12.5 of the present Statutes.

These are taken within one month, when possible, following the circulation of the draft decision(s) submitted by correspondence by the Director General. If the draft decision cannot be submitted within the timeline of one month, the Administrative Board will decide on the timeline to be respected in such case.

11.6 If a Member is unable to attend a meeting of the General Assembly, such Member can provide a proxy in written form to another Member to act and vote on its behalf at that meeting, and for that meeting, only.

A Member cannot carry more than one proxy.

The Member carrying a proxy shall confirm to the Member giving it the proxy that it has not accepted other proxies and shall abstain from accepting other proxies. All proxies are verified by the President prior to the start of the General Assembly meeting and are recorded in the minutes.

Article 12 – General Assembly: majorities, votes and decisions

This Provision refers to Internal Regulations Part 1B, clause 3.3 and 3.4

12.1 Except for any provisions to the contrary mentioned in the Statutes or the law, the General Assembly decides by simple majority of the votes cast, each member being entitled to one vote. The required majority will be achieved by counting the votes cast, abstentions not included.

12.2 Each Member has one vote. In case of division of the votes, the President or, in their absence, the Chairperson, shall intervene with a casting vote.

12.3 Decisions of the General Assembly are taken in accordance with the present Statutes and/or the Internal Regulations and are binding for all CENELEC Members.

12.4 The leaders of National Electrotechnical Committees or national organizations entrusted with electrotechnical standardization work, who do not have a legal personality and who are Members of the Association, will make sure that all the decisions taken by the Association and made compulsory for the National Committees, are accepted and implemented by the committee or organization of which they are the leaders. They will make sure that their committee or organization makes the necessary provisions so that the latter cannot refuse to implement the decisions of the Association by stating that they themselves lack the capacity of membership.

12.5 In between meetings, the General Assembly meetings may take decisions by correspondence. To be adopted, a decision of the General Assembly taken by correspondence shall be approved by a unanimous affirmative vote of all Members with a quorum of two thirds of the Members. In case there is one negative vote cast, the decision shall not be taken by correspondence and will be discussed in a meeting.

Chapter IV – Administrative Board, Presidency, Vice-Presidency, Other Board members, Presidential Committee, Director General and Decisions of technical nature

Article 13 – Administrative Board: powers

13.1 The Administrative Board has the broadest powers to manage and administer the Association's business, except for matters which are expressly reserved for the General Assembly or the Presidential Committee in the Statutes or Internal Regulations.

13.2 The execution of the decisions made by the General Assembly is entrusted by it to the Administrative Board.

13.3 According to Article 29 of the Statutes, the Administrative Board must establish the annual accounts and the budget of the following year. The Administrative Board will submit the accounts and the budget to the approval of the General Assembly.

13.4 All documents committing the Association will be validly signed jointly, either by the President and the Director General, or by the President and one Vice-President.

13.5 Legal actions, both as claimant and defendant, will be conducted in the name of the Association by the Administrative Board as represented by the President of the Association or by a Vice-President or by the Director General or by any other individual appointed for this purpose by the Administrative Board.

13.6 The Administrative Board decides on Appeals when competent, in accordance with the present Statutes and Internal Regulations.

Article 14 – Administrative Board: nominations, elections, and composition

This Provision refers to Internal Regulations Part 1B, clause 4 and annex 1

14.1 For the purpose of nominations of Administrative Board members, the Members are divided into four groups (A, B, C and D), based on the type of membership (Blue, Red and Yellow) and the financial contribution paid by each Member, in line with Article 26 of the present Statutes and as outlined in the Internal Regulations.

Group A consists of Blue-type Members with a number of financial contribution units of at least 18.

Group B consists of Members with a number of financial contribution units of at least 5, which are not already part of group A.

Group C consists of Members with a number of financial contribution units of at least 2 but less than 5.

Group D consists of Members with a number of financial contribution units of less than 2.

14.2 The size of each of the above groups is different, but (except as provided in the last paragraph of this Article 14.2) fixed. In the event the number of financial contribution units applicable to a Member or the type of membership should change so as for such Member to shift from one group to a neighbouring group and to have neither the smallest nor the largest number of financial contribution units within that latter group, the weighting factor unit limits of the relevant groups shall be simultaneously modified by the General Assembly so as for one Member of the latter group to be shifted to the former group if such Member fulfils the two criteria of the new group to which it is to be allocated, to ensure that the size of each group remains identical.

14.3 In case of admission of a new Member, the General Assembly will simultaneously decide on such Member's allocation to a group of Members for the purpose of Article 14.1 of the present Statutes.

14.4 In case of resignation or expulsion of a Member, the General Assembly will also carry out the corresponding modification of the size of the relevant group.

14.5 The Administrative Board comprises as members the President, three Vice-Presidents, up to nine other Administrative Board members, and the President-Elect as an observer.

14.6 All members of the Administrative board (including the President, the Vice-Presidents and the President-Elect) divest themselves from any national position and pursue the interests of the Association in all their acts.

14.7 The members of the Administrative Board shall be elected in accordance with the following procedure:

- up to four Administrative Board members are elected from eligible candidates affiliated to one of the Group A members, nominated by at least one Member (it being understood that the nominating member(s) may be from a different group);
- up to four Administrative Board members are elected from eligible candidates affiliated to one of the group B Members nominated by at least one member (it being understood that the nominating Member(s) may be from a different group);
- up to three Administrative Board members are elected from eligible candidates affiliated to one of the group C Members, nominated by at least one Member (it being understood that the nominating Member(s) may be from a different group);
- up to two Administrative Board members are elected from eligible candidates affiliated to one of the group D Members, nominated by at least one Member (it being understood that the nominating Member(s) may be from a different group);
- The members of the Board are appointed on a staggered base, with the term of office of maximum seven members ending each year.

14.8 In case of relevant vacancies, the General Assembly first holds one election process for the President-Elect, future President (as indicated in Article 15), then elects the Vice-Presidents (as indicated in Article 16) and thereafter elects the other members of the Administrative Board (as indicated in Article 17).

Article 15 – Presidency

This Provision refers to Internal Regulations Part 1B, clause 5

15.1 The President ensures high-level representation of the overall strategic issues and interests relevant to the association, as well as their promotion with external stakeholders and partners, by providing leadership in the relevant Corporate Bodies of the Association.

15.2 The President is elected by the General Assembly, by a simple majority vote. The term of office of the President is fixed at three years, commencing on January 1st of the second year following the year of their election. This term of office is preceded by a one-year period of running-in as President-Elect. The President is not immediately re-eligible in that capacity.

15.3 To be eligible as President, a candidate:

- a) must be active or have worked in an industry relevant for the Association;
- b) must be affiliated to (i) a Blue-type Member, or (ii) a Red-type Member, or (iii) a Yellow-type Member having been a type Yellow-type Member for at least five years before such President-Elect is set to effectively become President; but
- c) cannot have the same affiliation as any of the other members of the Administrative Board as acting President.

15.4 Each Member is entitled to nominate candidates to become President-Elect.

15.5 The President and President-Elect may be removed by decision of the General Assembly on a simple majority of the votes cast, abstentions not included.

15.6 In case of incapacity, resignation, death or removal of the President or President-Elect, the Administrative Board shall designate, among the Vice-Presidents, the person who will take up the Presidency or office of President-Elect until the next General Assembly, which will elect a new President or President-Elect, who will take their office with immediate effect.

Article 16 – Vice-Presidencies

This Provision refers to Internal Regulations Part 1B, clause 5.2 and annexes 2, 3 and 4

16.1 The General Assembly shall elect, with a simple majority vote, three Vice-Presidents, among whom a Vice-President Finance, from among the candidates nominated by Members.

16.2 The candidate for the Vice-presidency needs not to be a member of the Administrative Board, but must be of a different affiliation than any other (acting or newly elected) member of the Board, including the President (for any part of the period during which the latter's appointment as President is or will be effective) and Vice-Presidents.

16.3 To be eligible as Vice-President, a candidate:

- a) must be affiliated to (i) a Blue-type Member, or (ii) a Red-type Member, or (iii) a Yellow-type Member having been a type Yellow-type Member for at

- least five years before such candidate is set to effectively become Vice-President; but
- b) cannot have the same affiliation as any of the other members of the Administrative Board as acting Vice-President.

16.4 Administrative Board members can only be nominated as Vice-President during their first term, or during the first year of their second term in the Administrative Board.

16.5 The term of office of the Vice-Presidents is of two years, once immediately renewable for a second term of two years. Their term of office as Vice-President may exceed the ongoing term of their office as member of the Administrative Board, but only to complete their ongoing term as Vice-President.

16.6 In case of vacancy for a Vice-President (through expiration of term of office as Vice-President, election of a Vice-President as President, removal, resignation, death or incapacity), the General Assembly shall proceed to the election of a new Vice-President among the members of the Administrative Board (provided, however, that if the vacancy for a Vice-President has also entailed a vacancy in the Administrative Board, the General Assembly shall first proceed to the election of a new Administrative Board member upon nomination of the same group as that upon whose nomination the former member of the Administrative Board was elected).

Article 17 – Other members of the Administrative Board

This Provision refers to Internal Regulations Part 1B, clause 4

17.1 The other members to the Administrative Board are appointed by the General Assembly, by a simple majority vote, for a term of office of two years (once renewable for a second term of two years), commencing on January 1st of the year following their election.

17.2 To be eligible for the Administrative Board, a candidate must be of a different affiliation than any other (acting or newly elected) member of the Board, including the President (for any part of the period during which the latter's appointment as President is or will be effective) and the Vice-Presidents.

17.3 The election process shall always respect the repartition of the origin of the nominations as described in Article 14.7, including when (re)electing the members of the Board for the year the President-Elect becomes the new President of the Association.

17.4 Any Board Member may be removed by decision of the General Assembly on a simple majority of the votes cast, abstentions not included.

17.5 In case of vacancy for a Board Member (through expiration of term of office, removal, resignation, death or incapacity), the General Assembly shall proceed to the election of a new Board Member, upon nomination of the same group as that upon whose nomination the former board member was elected. In case of vacancy for reasons other than the expiration of term of office, the newly elected Board Member shall finish the term of the former Board Member.

Article 18 – Administrative Board: meetings

This Provision refers to Internal Regulations Part 1B, clause 4

18.1 The President of the Association convenes the Administrative Board meetings. The invitation is accompanied by the agenda of the meeting, decided by the President, and dispatched at least one month beforehand, except if the duly justified urgency of the decision requires convening on shorter notice, via electronic means.

18.2 The President must convene a meeting of the Administrative Board or put an item on the agenda of an already convened meeting, if at least two members of the Administrative Board so request.

18.3 All Administrative Board members with voting rights have the obligation to vote.

18.4 Administrative Board members may attend a meeting of the Administrative Board either in person or by electronic means of communication.

The Association shall conform to all legal requirements to ensure the identification and participation of all participants as well as the exercise of all the participants' rights in accordance with the Internal Regulations.

18.5 The General Assembly may decide to expel an Administrative Board member who does not participate on a recurring basis, as stipulated in the Internal Regulations, in the Administrative Board meetings, either in person or via electronic means, which includes not replying to proposals for decisions held by correspondence in line with Article 12 of the present Statutes and in accordance with the Internal Regulations.

Organizational modalities are set out in the Internal Regulations.

18.6 All decisions of the Administrative Board shall be reported to the General Assembly.

Article 19 – Administrative Board: majorities, votes and decisions

This Provision refers to Internal Regulations Part 1B, clause 6 and annex 5

19.1 Decisions of the Administrative Board are adopted by a simple majority of the votes cast, abstentions not included.

19.2 If needed, the President can request the Administrative Board to take decisions by correspondence. The President decides on a reasonable deadline for the votes of the members of the Administrative Board, taking into account the urgency of the matter to be decided.

19.3 Administrative Board members have the obligation to vote in line with the present Statutes and Internal Regulations.

19.4 Decisions of the Administrative Board may be appealed to the General Assembly in accordance with the present Statutes and Internal Regulations.

19.5 All decisions of the Administrative Board are kept at the registered office of the Association and are made available to all Members by the Director General in accordance with the laws of Belgium.

The Administrative Board shall, but only if and where required by law, establish written minutes complementing the list of the decisions taken in a specific Administrative Board meeting.

Article 20 – Presidential Committee: powers

This Provision refers to Internal Regulations Part 1C, clauses 1 and 4 and annex 1 of IR 1D

20.1 The Presidential Committee is a Corporate Body created jointly by the General Assembly of the Association and the General Assembly of the international non-profit organization COMITE EUROPEEN DE NORMALISATION with enterprise number 0415.455.651 (CEN), and mandated by the Administrative Board to manage and administer the Association's business with respect to non-sector-specific matters of common interest to the Association and CEN, including matters subject to common administration and/or common policy, as provided in the Internal Regulations.

20.2 The Presidential Committee determines the yearly objectives, yearly bonus and other conditions of employment of the Director General. The Presidential Committee shall have the right to sub-mandate all or part of such powers, as it chooses.

20.3 The Presidential Committee appoints *inter alia* the Chairperson to the Membership Relations and Monitoring Committee.

20.4 The Presidential Committee decides on Appeals when competent, in accordance with the Statutes and Internal Regulations.

20.5 The Presidential Committee reports to the Administrative Board.

Article 21 – Presidential Committee: composition and meetings

21.1 The Presidential Committee is ex officio composed of:

- the two Presidents of the Association and CEN, both with voting right;
- the six Vice-Presidents of the Association and CEN, with voting right;
- the Director General, without voting right;
- the two Presidents Elect of the Association and CEN, when relevant, without voting right.

21.2 The Chairperson of the Presidential Committee shall be subject to annual rotation between the President of the Association and the President of CEN. Any meeting held in the absence of the Chairperson will be chaired by a Vice-President from the same Association as the Chairperson. The Director General will act as secretary to the Presidential Committee.

21.3 The Presidential Committee meets whenever convened by its Chairperson or by any three Members, and at least twice per year. The Presidential committee members may attend a meeting either in person or by electronic means of communication

21.4 Between two meetings, the Presidential Committee may also take decisions by correspondence, where appropriate, using a dedicated electronic platform. In such case, the procedure shall be completed in no more than one month.

21.5 The agenda of each meeting of the Presidential Committee, as well as the documentation for such meeting except to the extent that protection of personal data is required, will be circulated, simultaneously with the convening notice, to the Members, for their information.

21.6 The Presidential Committee reports to the Administrative Board.

Article 22 – Presidential Committee: majorities, votes and decisions

This Provision refers to Internal Regulations Part 1c, clause 4

22.1 Decisions, including those taken by correspondence, within the Presidential Committee shall be taken by a simple majority of all voting members provided at least one favourable vote of a CEN representative and at least one favourable vote of a representative of the Association is obtained; if such is not the case, then the matter will be escalated to both to the President of the Association and the President of CEN, who will search a consensus to be proposed to the Presidential Committee, or failing that, be escalated to the respective Administrative Boards of the Association and CEN.

22.2 Decisions of the Presidential Committee may be appealed before the Board of Appeal in accordance with the Statutes and Internal Regulations.

Article 23 – Director General: powers and appointment

This Provision refers to Internal Regulations Part 1C, clause 3

23.1 The Director General has the broadest powers to manage and administer the Association's day-to-day business and carries out the decisions taken by the Administrative Board and the Presidential Committee within the scope of their respective powers.

23.2 All documents committing the Association to its day-to-day business are validly signed by the Director General.

23.3 The Director General directs the CEN-CENELEC Management Centre and ensures that the management of the day-to-day business is carried out within the framework determined by the Statutes, the Internal Regulations and the decisions taken by the General Assembly, the Administrative Board and/or the Presidential Committee.

23.4 The Director General attends the meetings of the General Assembly, the Administrative Board and the Presidential Committee, and may take part in any other meeting of the Association, without voting right and in an advisory capacity.

23.5 The Director General is appointed, and the terms of such appointment are fixed, by the Administrative Board, acting upon a proposition done by the Presidential Committee for both the Association and CEN.

The appointment of the Director General by the Administrative Board is acknowledged by the General Assembly.

23.6 The Director General reports on a regular basis to the Presidential Committee and to the Administrative Board.

23.7 The Director General may be assisted by a Deputy Director General, to whom the Director General may delegate some or all of the tasks within the framework decided by the Administrative Board, acting upon a proposition done by the Presidential Committee for both the Association and CEN.

Article 24 – Decisions of technical nature

This Provision refers to Internal Regulations Part 2 and IR part 1B clause 6 and 1C clause 4

24.1 All provisions ruling the composition, organizational structure and work of the Technical Board, Technical Committees, sub-groups and other technical bodies are detailed in the Internal Regulations.

24.2 Decisions of technical nature are taken, applied and can be appealed upon in accordance with the provisions of the Internal Regulations.

Chapter V – CEN-CENELEC Management Centre

Article 25 – CEN-CENELEC Management Centre

This Provision refers to Internal Regulations Part 1C, clause 2

25.1 The CEN-CENELEC Management Centre operates in support of the Association and CEN and is headed by the Director General.

The CEN-CENELEC Management Centre has a specific and active role in the management of the Association. Functioning as central point, the CEN-CENELEC Management Centre is responsible for liaison and dialogue with European institutions and associations.

25.2 The organization and structure of the CEN-CENELEC Management Centre fall within the powers of the Presidential Committee, as outlined in the Internal Regulations.

Chapter VI – Statutes and Internal Regulations

Article 26 – Statutes: amendments and approval

26.1 The General Assembly may deliberate validly on proposals regarding amendments to the Statutes only if such proposals have been specially included in the agenda accompanying the invitation to the meeting and if two thirds of the Members of the Association are present or represented.

The invitation to the meeting must be dispatched at least one month before the date of the meeting of the General Assembly.

26.2 If two thirds of the Members of the Association are not present or represented, a second meeting may be called which shall take place not less than one month after the first, and which may deliberate whatever the number of members present or represented.

26.3 No amendment may be adopted unless at least two thirds of the votes cast, abstentions not included, are in favour of its adoption. However, if the proposed amendment relates to an Article of the Statutes which itself provides for a stricter quorum or majority requirements, then the latter shall equally apply to any decision to alter such Article.

26.4 No amendment to the present Statutes shall be final until it has received such authorizations as may be required by Law.

Article 27 – Internal Regulations: amendments and approval

Provided that at least two thirds of the votes cast, abstentions not included, are in favour, the General Assembly may adopt one or more Internal Regulations, the provisions of which will be binding for all Members. These Statutes will, at all times, prevail over possible conflicting provisions of the Internal Regulations.

Chapter VII – Auditors

Article 28 – Auditor(s)

If required by Law, the General Assembly designates one or several Auditor(s) selected among the auditors or chartered accountants established in Belgium.

Their term of office is fixed at three years and can be renewed.

The assignment of the Auditor(s) consists of supervising and monitoring without limit all operations of the Association.

They are entitled to examine the books, the correspondence and, in general, all accounts of the Association.

They examine the inventory of assets and liabilities, the annual accounts, budgets and report to the General Assembly on the result. If there are several auditors, they act as a corporate body but are entitled to conduct, individually, any investigation they wish.

The Auditor(s) shall not contract any personal obligation in connection with the commitments of the Association. They guarantee the achievement of their mandate only.

Chapter VIII – Resources and sundry provisions

Article 29 – Resources and accounting year of the Association

The accounting year begins on January 1st and ends on December 31st of each year. Each year, on the thirty-first of December, the annual accounts of the Association are closed and established by the Administrative Board. The Administrative Board must submit the accounts of the ended accounting year and the budget of the following year for the approval of the General Assembly.

The annual contributions for the various Members, Affiliates and organizations having a cooperation framework or partnership agreement with CENELEC are

determined by the General Assembly in such a way that their amount covers the expenditure provided by the budget.

Membership fees are based on the calculation methodology, as provided for in the Internal Regulations, and approved by a two-third majority of the Members. The General Assembly will decide on the proportion to be paid by new Members.

Article 30 – Additional budgets

The Administrative Board may foresee additional budgets for specific fields of interest to certain Members of the Association and submit these budget proposals for approval to the General Assembly.

The costs entailed will then be borne entirely by the Members concerned in a proportion fixed by the General Assembly.

Article 31 – Housekeeping of the corporate books and information of the Members or of third parties

Original or true copies of the present Statutes and of the Internal Regulations, and their amendments as well as of any decision of the General Assembly, certified either by the President, a Vice-President or the Director General, are kept at the registered office of the Association.

Members may therefore freely consult these documents. Certified true copies must be delivered by the Association upon request of a Member or its representative or of a third party addressed either to the President, a Vice-President or to the Director General.

Chapter IX – Dissolution of the Association

Article 32 – Dissolution and liquidation

32.1 The dissolution of the Association may be declared by a decision of the General Assembly for which at least three quarters of the votes cast, abstentions not included, are in favour. Such dissolution may be declared only if at least three quarters of the Members are present or validly represented.

The invitation to this meeting must be dispatched at least one month before the date of the meeting of the General Assembly.

32.2 In the event of dissolution, the disposal of the assets of the Association, after the payment of the liabilities, will be determined by the General Assembly. The recipient of the assets must be non-profit and have a close connection to the aims of the Association.

For this purpose, the General Assembly will appoint a liquidator.